

# EXHIBIT A

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RIO TINTO PLC, RIO TINTO LIMITED, THOMAS  
ALBANESE, and GUY ROBERT ELLIOTT,

Defendants.

No. 1:17-cv-7994-AT-DCF

**[PROPOSED] ORDER**

ANALISA TORRES, District Judge:

The U.S. Securities and Exchange Commission (the “SEC”) brings this enforcement action against Defendants Rio Tinto plc and Rio Tinto Limited (collectively, “Rio Tinto”), Thomas Albanese, and Guy Robert Elliott (Albanese and Elliott together, the “Individual Defendants”), alleging violations of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78a et seq., and the Securities Act of 1933 (the “Securities Act”), 15 U.S.C. § 77a et seq., and the rules promulgated thereunder, arising out of Rio Tinto’s acquisition of a coal mining project in the Republic of Mozambique. Defendants moved to dismiss the complaint in its entirety. ECF No. 70. On March 18, 2019, the Court granted Defendants’ motion in part and denied it in part. ECF No. 135. Having considered the briefs of the parties, and the arguments therein, it is:

**ORDERED** that the Motion for Reconsideration is hereby GRANTED.

**IT IS FURTHER ORDERED** that the Court’s March 18, 2019 Order is modified as set forth below.

Defendants' Consolidated Motion to Dismiss the Complaint (ECF Nos. 70-74) is DENIED in part and GRANTED in part, as follows:

**Claim One:** the motion is DENIED as to all defendants insofar as the SEC alleges fraudulent acts and a fraudulent course of business in violation of Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c); DENIED as to all defendants insofar as the SEC alleges violations of Rule 10b-5(b) with respect to the false statements about the write-down of resource and reserves in the 2011 Annual Report, the identical false statements in the four bond offerings that Rio Tinto issued in March 2012, the false statements in the HY 2012 report, and the identical false statements in the August 2012 bond offering; DENIED as to Rio Tinto and Albanese insofar as the SEC alleges violations of Section 10(b) and Rule 10b-5(b) with respect to the Albanese Statements; and GRANTED insofar as otherwise identified in the March 18, 2019 Order, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Two:** the motion is DENIED insofar as the SEC alleges that Albanese and Elliott aided and abetted Rio Tinto's violation of Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c); DENIED insofar as the SEC alleges Albanese and Elliott aided and abetted Rio Tinto's violations of Section 10(b) of the Exchange Act and Rule 10b-5(b) with respect to the false statements about the write-down of resource and reserves in the 2011 Annual Report, the identical false statements incorporated into the offering documents for bonds that Rio Tinto issued in March 2012, the false statements in the HY 2012 report, and the false statements incorporated into the offering documents for bonds that Rio Tinto issued in August 2012, and GRANTED in all other respects as identified in the March 18, 2019 Order.

**Claim Three:** the motion is DENIED as to all defendants insofar as the SEC alleges violations of Section 17(a)(1) and (a)(3) of the Securities Act; DENIED as to all defendants insofar as the SEC alleges violations of Section 17(a)(2) with respect to the false statements about the write-down of resource and reserves in the 2011 Annual Report, the identical false statements incorporated into the offering documents for the four bond offerings that Rio Tinto issued in March 2012, the false statements in the HY 2012 report, and the identical false statements in the August 2012 bond offering; and GRANTED in all other respects, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Four:** the motion is DENIED insofar as the SEC alleges Albanese and Elliott aided and abetted Rio Tinto's violations of Section 17(a)(1) and (a)(3) of the Securities Act; DENIED insofar as the SEC alleges Albanese and Elliott aided and abetted Rio Tinto's violations of Section 17(a)(2) with respect to the false statements about the write-down of resource and reserves in the 2011 Annual Report, the identical false statements in the four bond offerings that Rio Tinto issued in March 2012, the false statements in the HY 2012 report, and the identical false statements in the August 2012 bond offering; and GRANTED in all other respects, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Five:** the motion is DENIED insofar as the SEC alleges false statements related to the write-down of resource and reserves in Rio Tinto's Form 20-F filed with the SEC on March 15, 2012 and incorporated into Rio Tinto's March 2012 bond offering documents; and insofar as the SEC alleges false statements in the HY 2012 report, and the identical false statements in the August 2012 bond offering.

**Claim Six:** the motion is DENIED insofar as the SEC alleges Albanese and Elliott aided and abetted Rio Tinto's violations in Claim Five as modified above.

**Claim Seven:** the motion is DENIED insofar as the SEC alleges that Rio Tinto violated Sections 13(b)(2)(A) and 13b(2)(B) of the Exchange Act in connection with the false statements about the write-down of resource and reserves in the 2011 Annual Report and the false statements and misleading omissions in the HY 2012 Report, and GRANTED in all other respects, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Eight:** the motion is DENIED.

**Claim Nine:** the motion is DENIED insofar as the SEC alleges Albanese and Elliott aided and abetted Rio Tinto's violations in Claim Seven as modified above; and GRANTED in all other respects, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Ten:** the motion is DENIED.

**Claim Eleven:** the motion is DENIED insofar as the SEC alleges Albanese violated Exchange Act Rule 13a-14 by certifying false statements that the write-down of resource and reserves was anticipated, and GRANTED in all other respects, specifically the SEC's claims are dismissed to the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Claim Twelve:** the motion is DENIED insofar as the SEC alleges Elliott violated Exchange Act Rule 13a-14 by certifying false statements that the write-down of resource and reserves was anticipated, and GRANTED in all other respects, specifically the SEC's claims are dismissed to

the extent they arise from allegedly false and misleading statements in the 2011 Annual Report regarding the value of RTCM.

**Disgorgement:** Additionally, the Court DENIES Defendants' request to strike disgorgement as a remedy from the complaint.

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Date

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Hon. Analisa Torres  
United States District Court Judge